

Soo Line Railroad Company



Soo Line Building
Box 530
Minneapolis, Minnesota 55440
(612) 332-1261

CHARLES H. CLAY
Executive Vice President

June 15, 1983

Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. *9306-E*
FILED 1425

JUN 17 1983 12 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

There are transmitted to you herewith for recording under Section 20c of the Interstate Commerce Act three executed counterparts of Supplemental Lease of Railroad Equipment supplementing the following Equipment Trust:

Soo Line Railroad Equipment Trust of 1978.

Pursuant to Section 1116.1 et seq. of the Rules and Regulations adopted by the Commission, as amended, the following information is shown:

Vendors' names are R. W. Ronayne and D. G. Morse, whose address is care of Norwest Bank Minneapolis, N.A., formerly Northwestern National Bank of Minneapolis, Norwest Operations Center, 255 Second Avenue South, Minneapolis, MN 55479.

Trustee-Owner-Lessor is Norwest Bank Minneapolis, N.A., formerly Northwestern National Bank of Minneapolis, 255 Second Avenue South, Minneapolis, MN 55479.

Lessee is Soo Line Railroad Company, 800 Soo Line Building, Minneapolis, MN 55440.

Guarantor of Equipment Trust Certificates is Soo Line Railroad Company, 800 Soo Line Building, Minneapolis, MN 55440.

The last recordation number assigned by the Commission with respect to said Equipment Trust was Recordation No. 9306-D.

A general description of the equipment covered by the Supplemental Lease to said Equipment Trust is as follows:

| <u>No. of Units</u> | <u>Description of Equipment</u> | <u>Name of Builder</u> |
|-------------------------|---|--|
| 1 | Model GP 38-2 diesel electric locomotive of 2,000 H.P. rating, bearing Soo Line Road Number 4451. | General Motors Corporation (Electro-Motive Division) |

The identifying marks of the equipment listed above are the trade name "Soo Line" or "Soo", together with the number shown above.

There is also transmitted this Company's voucher in the amount of \$10.00, which is the recording fee required by Section 1116.3(d):

Supplemental Lease of Railroad Equipment. . . \$10.00

This letter of transmittal is signed by an executive officer of this Company having knowledge of the matters set forth therein, and the original documents bearing recording data should be returned to him.

Very truly yours,



CHC/sjp
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

6/17/83

OFFICE OF THE SECRETARY

Charles H. Clay
Executive Vice President
Soo Line Railroad Co.
Box 530
Minneapolis, MN. 55440

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/17/83 at 12:40pm, and assigned re-recording number(s). 10330-A & 9306-E

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SOO LINE RAILROAD
EQUIPMENT TRUST OF 1978

SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

RECORDATION NO. 2304F
JUN 17 1981 12 10 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL TO LEASE OF RAILROAD EQUIPMENT, dated as of April 1, 1978, between NORWEST BANK MINNEAPOLIS, N.A., formerly NORTHWESTERN NATIONAL BANK OF MINNEAPOLIS, a national banking association duly incorporated and existing under the laws of the United States of America (hereinafter called the "Trustee"), party of the first party, and SOO LINE RAILROAD COMPANY, a corporation duly organized and existing under the laws of the State of Minnesota (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Agreement and Lease, each dated as of April 1, 1978, there was constituted Soo Line Railroad Equipment Trust of 1978; and whereas pursuant to the provisions of said Agreement, certain railroad equipment was transferred by R. W. Ronayne and D. G. Morse, Vendors, to the Trustee, and by said Lease, said railroad equipment was leased by the Trustee to the Company; and

WHEREAS, the said Lease in Article Seventh thereof makes provision for the replacement by the Company at its own cost of Trust Equipment which may be lost or destroyed with new equipment of a specified kind, title to which shall be transferred to the Trustee and made a part of the Trust Equipment; and

WHEREAS, an additional replacement has been made by the Company and title thereto is now vested in the Trustee,

and the Company and Trustee now desire to execute a Supplemental Lease as in said Article Seventh provided:

NOW THIS AGREEMENT WITNESSETH:

The above described Lease of Railroad Equipment, dated as of April 1, 1978, with the agreement, dated as of April 1, 1978, thereto annexed, constituting Soo Line Railroad Equipment Trust of 1978 is hereby supplemented as indicated in the next succeeding sentence, but in all other respects said Lease Agreement shall continue in full force and effect.

The Trustee, acting pursuant to Article Seventh of said Lease, for and in consideration of the sum of One Dollar to it paid by the Company at or before the execution and delivery hereof, the receipt of which is hereby acknowledged, and of the rents and covenants in said Lease mentioned to be paid, kept and performed by the Company, has let and leased and does hereby let and lease to the Company all of the following standard gauge railroad equipment in addition to the Trust Equipment now covered by Soo Line Railroad Equipment Trust of 1978, to-wit:

One (1) Model GP 38-2 diesel electric locomotive
of 2,000 H.P. rating, bearing Soo Line
Road Number 4451.

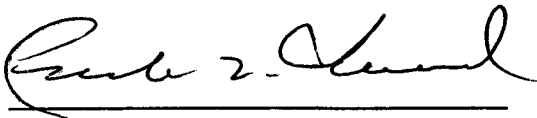
This Supplemental Lease may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.


The Supplemental Lease shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the aforesaid Agreement and Lease, and the Company, have caused these presents to be duly executed, as of the 27 day of May, 1983.

ATTEST:

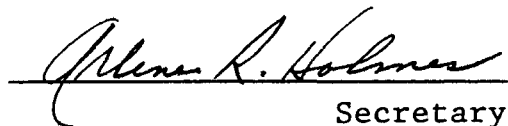
NORWEST BANK MINNEAPOLIS, N.A.
as Trustee,

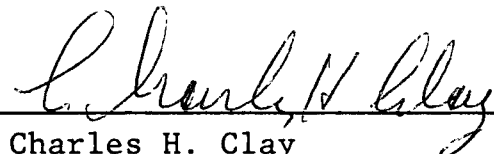

Asst. Secretary

By 
Vice President

ATTEST:

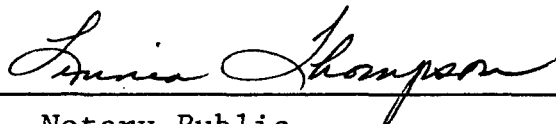
SOO LINE RAILROAD COMPANY


Secretary

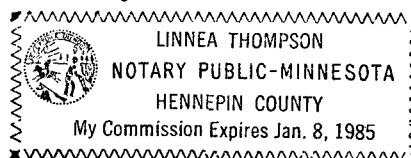
By 
Charles H. Clay
Executive Vice President

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 23 day of MAY, 1983, before me personally appeared R. W. Ronayne, to me personally known, who, being by me duly sworn, says that he is a Vice President of Norwest Bank Minneapolis, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

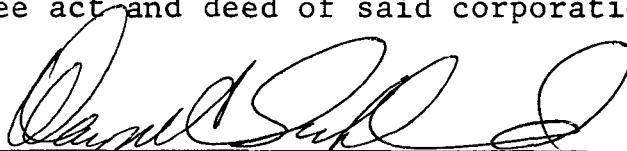


Notary Public



STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 7th day of June, 1983, before me personally appeared Charles H. Clay, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

